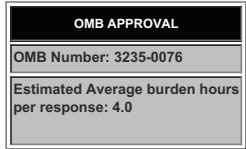


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity

CIK (Filer ID Number) 0001847462 Previous Name(s) AYR Strategies Inc. Entity Type Corporation Name of Issuer Ayr Wellness Inc. Jurisdiction of Incorporation/Organization BRITISH COLUMBIA, CANADA Year of Incorporation/Organization Over Five Years Ago

2. Principal Place of Business and Contact Information

Name of Issuer Ayr Wellness Inc. Street Address 1 2601 SOUTH BAYSHORE DRIVE Street Address 2 SUITE 900 City MIAMI State/Province/Country FLORIDA ZIP/Postal Code 31333 Phone No. of Issuer 7868850397

3. Related Persons

Last Name Goubert First Name David Middle Name Street Address 1 2601 Bayshore Drive Street Address 2 Suite 900 City Miami State/Province/Country FLORIDA ZIP/Postal Code 31333 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) President and Chief Executive Officer

Last Name Asher First Name Brad Middle Name Street Address 1 2601 South Bayshore Drive Street Address 2 Suite 900 City State/Province/Country ZIP/Postal Code

Miami FLORIDA 31333

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer

Last Name First Name Middle Name

Miles Charles

Street Address 1

Street Address 2

2601 South Bayshore Drive Suite 900

City State/Province/Country ZIP/Postal Code

Miami FLORIDA 31333

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Karger Louis

Street Address 1

Street Address 2

2601 South Bayshore Drive Suite 900

City State/Province/Country ZIP/Postal Code

Miami FLORIDA 31333

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Johnson Joyce

Street Address 1

Street Address 2

2601 South Bayshore Drive Suite 900

City State/Province/Country ZIP/Postal Code

Miami FLORIDA 31333

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Sandelman Jonathan

Street Address 1

Street Address 2

2601 Bayshore Drive Suite 900

City State/Province/Country ZIP/Postal Code

Miami FLORIDA 31333

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Chairman of the Board

Last Name	First Name	Middle Name
Isaacson	Glenn	
Street Address 1	Street Address 2	
2601 Bayshore Drive	Suite 900	
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	31333

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Warren	Michael	
Street Address 1	Street Address 2	
2601 Bayshore Drive	Suite 900	
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	31333

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mendola	Robert	
Street Address 1	Street Address 2	
2601 Bayshore Drive	Suite 900	
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	31333

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Chief Business Development Officer

Last Name	First Name	Middle Name
Varga	Anya	
Street Address 1	Street Address 2	
2601 Bayshore Drive	Suite 900	
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	31333

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Chief People Officer

Last Name	First Name	Middle Name	
Fisher	Paul		
Street Address 1	Street Address 2		
2601 Bayshore Drive	Suite 900		
City	State/Province/Country	ZIP/Postal Code	
Miami	FLORIDA	31333	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Chief Transformation Officer

Last Name	First Name	Middle Name	
Jared	Cohen		
Street Address 1	Street Address 2		
2601 Bayshore Drive	Suite 900		
City	State/Province/Country	ZIP/Postal Code	
Miami	FLORIDA	31333	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
George	DeNardo		
Street Address 1	Street Address 2		
2601 Bayshore Drive	Suite 900		
City	State/Province/Country	ZIP/Postal Code	
Miami	FLORIDA	31333	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Chief Operating Officer

4. Industry Group

- Agriculture
- Banking & Financial Services**
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services**
 - Energy**
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care**
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing**
- Real Estate**
 - Commercial
 - Construction
 - REITs & Finance
 - Residential
 - Other Real Estate
- Retailing**
- Restaurants**
- Technology**
 - Computers
 - Telecommunications
 - Other Technology
- Travel**
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other**

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(f)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a) (5)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice Date of First Sale
- First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite
Total Amount Sold \$ USD
Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

Existing shareholders have been granted anti-dilutive warrants, at no cost to such shareholders, to acquire subordinate, restricted or limited voting shares of AYR Wellness Inc. ("SVS Shares") on a pro rata basis, for no consideration.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD Estimate
Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Ayr Wellness Inc.	Brad Asher	Brad Asher	Chief Financial Officer	2024-02-22